

**ITEL**

March 13, 1987

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

RECORDATION NO. 13579 F Filed & Recorded

**MAR 31 1987 11-50 AM**

INTERSTATE COMMERCE COMMISSION

**Re: Amendment No. 3 dated February 9, 1987, to the Lease Agreement dated July 1, 1982, between Itel Corporation, Rail Division, and Green Bay and Western Railroad Company**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Lease Agreement dated July 1, 1982, between Itel Corporation, Rail Division, as predecessor in interest to Itel Rail Corporation, and Green Bay and Western Railroad Company, which was filed with the ICC on March 3, 1982, and given Recordation No. 13579.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessor)  
55 Francisco Street  
San Francisco, CA 94133

Green Bay & Western Railroad Company (Lessee)  
P.O. Box 2507  
Green Bay, Wisconsin 53206

The equipment covered by this Amendment are thirty-four (34) 50'6", XM boxcars bearing reporting marks GBW 8302-8419 (n.s.).

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

*Patricia Schumacker*

Patricia Schumacker  
Legal Department

:ps  
Enclosures

cc: Marianne Ledda

# ITEL

## Itel Rail Corporation

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

February 9, 1987

RECORDATION NO. 13579 F Filed & Recorded

MAR 31 1987 11:50 AM

INTERSTATE COMMERCE COMMISSION

Mr. Stephen P. Selby  
President  
Green Bay and Western Railroad Company  
155 Hutson Road  
Green Bay, Wisconsin 54306

RE: Lease Agreement dated July 1, 1982 ("Agreement") between Itel Corporation, Rail Division ("Itel") and Green Bay and Western Railroad Company ("GBW")

Dear Mr. Selby:

Please accept this letter as Amendment No. 3 to the Agreement whereby Itel Rail Corporation, as successor in interest to Itel, and GBW agree to replace the words,

"to add one hundred (100) fifty-foot (50') boxcars bearing the reporting marks GBW 8300-8399 to such Agreement"

in the first paragraph of Amendment No. 1 dated September 29, 1983 to the Agreement with the words


"to add to such Agreement thirty-four (34) fifty-foot (50') boxcars bearing reporting marks from within the series GBW 8302-8419 as described in Equipment Schedule No. 1, attached hereto".

Except as expressly modified by this Amendment No. 3, all terms and provisions of the Agreement shall remain in full force and effect.

Please indicate your concurrence hereto by signing all seven (7) originals, have all seven notarized, retain one for your files and return six originals to me. An ICC-stamped original will be mailed back to you when available.

Thank you.

Very truly yours,

  
Desmond P. Hayes  
President

CONCURRENCE BY:  
GREEN BAY AND WESTERN  
RAILROAD COMPANY

By: 

Title: President

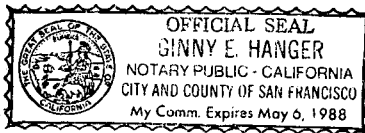
Date: 3/4/87

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., TRUSTEE, UNDER A LEASE ASSIGNMENT.

STATE OF CALIFORNIA       )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 9th day of February, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

STATE OF Wis       )  
                                      ) ss:  
COUNTY OF Drown )

On this 4th day of March, 1987, before me personally appeared Stephen P. Kelly, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol R. Rollo  
Notary Public

EQUIPMENT SCHEDULE NO. 1

Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, hereby leases the following Boxcars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of July 1, 1982.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside		Height	Doors Width	No. of Cars
				Width				
XM	Box, Steel, 10" End of Car Cushioning, Nailable Steel Floor, Lading Anchors Continuous	GBW <del>8202-8303,</del> 8302, <i>APR</i> 8306, <i>ADA</i> 8317, 8319, 8323-8324, 8330-8331, 8333-8334, 8337, 8343-8344, 8346, 8348, 8353, 8357, 8362, 8364-8366, 8373-8374, 8377, 8379, 8385, 8389, 8392, 8395, 8399, 8402, 8413, 8419	50'6"	9'6"		11'1"	10' Sliding	34

ITEL RAIL CORPORATION

GREEN BAY AND WESTERN RAILROAD COMPANY

By: *[Signature]*

By: *[Signature]*

Title: *President*

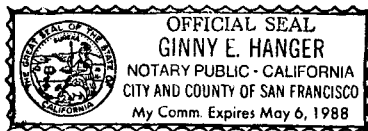
Title: *President*

Date: *2/9/87*

Date: *3/4/87*

STATE OF CALIFORNIA       )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 9th day of February, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

STATE OF Wis.       )  
                                      ) ss:  
COUNTY OF Drown )

On this 4 day of March, 1987, before me personally appeared Stephen L. Selby, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Equipment Schedule No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol L. Lello  
Notary Public